

Exhibit 1

ARTICLES OF INCORPORATION

OFFICIAL FILE

I.C.C. DOCKET NO. _____

Exhibit No. _____

Witness _____

Date _____ Reporter _____

CERTIFICATE OF INCORPORATION

OF

TALLGRASS COMMUNICATIONS INC.

FIRST. The name of the corporation is TallGrass Communications Inc.

SECOND. The address of the corporation's registered office in the State of Delaware is 9 East Lockerman Street, in the city of Dover, County of Kent. The name of its registered agent at such address is National Registered Agents, Inc.

THIRD. The nature of business to be conducted or promoted and the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. number of shares of stock which the corporation shall have authority to issue is 100,000, and the number of shares issued is 1,000, all of which shall be Common Stock with no par value per share.

FIFTH. The name and mailing address of the incorporator is as follows:

John T. McEnroe
Vedder, Price, Kaufman & Kammholz
222 N. LaSalle Street, Suite 2600
Chicago, Illinois 60601

SIXTH. The initial number of directors shall be one (1) and the initial director is Douglas H. Low. The number of directors of the corporation shall be fixed from time to time by the By-Laws of the corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the By-Laws of the corporation.

The corporation shall indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director or officer of the corporation against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The corporation may indemnify, to the full extent that it shall have power under applicable law to do so and in a manner permitted by such law, any person made or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he

is or was an employee or agent of the corporation, or is or was serving at the request of the corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liabilities and expenses reasonably incurred or paid by such person in connection with such action, suit or proceeding. The words "liabilities" and "expenses" shall include, without limitation: liabilities, losses, damages, judgments, fines, penalties, amounts paid in settlement, expenses, attorneys' fees and costs. The indemnification and advancement of expenses provided by or granted pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which any person indemnified or being advanced expenses may be entitled under any statute, By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be such director, officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such person.

The corporation may purchase and maintain insurance on behalf of any person referred to in the preceding paragraph against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article EIGHTH or otherwise.

For purposes of this Article EIGHTH, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he would have with respect to such constituent corporation if its separate existence had continued.

The provisions of this Article EIGHTH shall be deemed to be a contract between the Corporation and each director or officer who serves in any such capacity at any time while this Article and the relevant provisions of the General Corporation Law of the State of Delaware or, other applicable law, if any, are in effect, and any repeal or modification of any such law or of this Article shall not affect any rights or obligations then existing with respect to any state of facts then or theretofore existing or any action, suit or proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

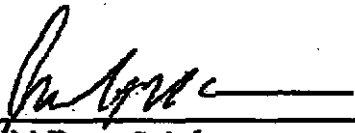
For purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves services by, such director, officer, employee, or agent with respect to an employee benefit plan, its participants, or beneficiaries; and a person who acted in good faith and in a manner he reasonably believed to be in the best interest of the participants and beneficiaries of an employee

benefit plan shall be deemed to have acted in a manner not opposed to the best interests of the Corporation.

NINTH. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of & corporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

TENTH. No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the General Corporation Law of the State of Delaware, or (iv) for any transaction from which the director derived an improper personal benefit.

The undersigned incorporator, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, has signed this Certificate this 26th day of January, 1000.



John T. McEnroe, Sole Incorporator

Office of the Secretary of State

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "TALLGRASS COMMUNICATIONS INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF JANUARY, A.D. 2000, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.





Edward J. Freel, Secretary of State

3165921 8100

001039781

AUTHENTICATION: 0219966

DATE: 01-27-00



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

FEBRUARY 3, 2000

6087-435-2

CORP-LINK SERVICES, INC.
118 W. EDWARDS ST., STE 200
SPRINGFIELD, IL 62704

RE TALLGRASS COMMUNICATIONS INC.

DEAR SIR OR MADAM:

IT IS OUR PLEASURE TO APPROVE YOUR REQUEST TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS. ENCLOSED PLEASE FIND A CERTIFICATE OF AUTHORITY, ACKNOWLEDGING YOUR REGISTRATION.

THESE DOCUMENTS MUST BE RECORDED IN THE OFFICE OF THE RECORDER OF THE COUNTY IN ILLINOIS IN WHICH THE REGISTERED OFFICE OF THE CORPORATION IS LOCATED, AS PROVIDED BY SECTION 1.10 OF THE BUSINESS CORPORATION ACT OF THIS STATE. FOR FURTHER INFORMATION CONTACT YOUR RECORDER OF DEEDS.

THE CORPORATION MUST FILE AN ANNUAL REPORT AND PAY FRANCHISE TAXES PRIOR TO THE FIRST DAY OF ITS ANNIVERSARY MONTH (MONTH OF QUALIFICATION) NEXT YEAR. A PRE-PRINTED ANNUAL REPORT FORM WILL BE SENT TO THE REGISTERED AGENT AT THE ADDRESS SHOWN ON THE RECORDS OF THIS OFFICE APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH.

SECURITIES CANNOT BE ISSUED OR SOLD EXCEPT IN COMPLIANCE WITH THE ILLINOIS SECURITIES LAW OF 1953, 815 ILLINOIS COMPILED STATUTES, 5/1 ET SEQ. FOR FURTHER INFORMATION, CONTACT THE OFFICE OF THE SECRETARY OF STATE, SECURITIES DEPARTMENT AT (217) 782-2256 OR (312) 793-3384.

SINCERELY YOURS,

Jesse White

JESSE WHITE
SECRETARY OF STATE

DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

JW:CD

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
TALLGRASS COMMUNICATIONS INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 3RD day of FEBRUARY A.D. 2000 and of
the Independence of the United States the two
hundred and 24TH



C-212.3

Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1999)

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

Payment must be made by
certified check, cashiers check,
Illinois attorneys check, Illinois
C.P.A.'s check or money order,
payable to "Secretary of State."

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

This space for use by Secretary of State

FILED

FED 3 2000

JESSE WHITE
SECRETARY OF STATE

SUBMIT IN DUPLICATE!

This space for use by
Secretary of State.

Date 02/03/01

License Fee \$ ---

Franchise Tax \$ 250.00

Filing Fee \$ 75.00

Penalties \$ ---

Approved: [Signature]

1. (a) CORPORATE NAME: TallGrass Communications Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: --

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: ---DE---

(b) Date of Incorporation: January 26, 2000

(c) Period of Duration: PERPETUAL

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:

(If none, so state)

70 East Lake Street

70 East Lake Street

7th Floor,

7th Floor

Chicago, IL 60601

Chicago, IL 60601

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent John T. McEnroe

FM Name

Middle Name

Last Name

Registered Office 222 North LaSalle Street

Number

Street

Suite #

Chicago, IL 60601

City

ZIP Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Kent County., Delaware

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	ZIP
President Douglas H. Low	70 E. Lake Street, Suite 630.	Chicago	IL	60601
Secretary Douglas H. Low	70 E. Lake Street, Suite 630.	Chicago	IL	60601
Director Douglas H. Low	70 E. Lake Street, Suite 630.	Chicago	IL	60601
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:
(If not sufficient space to cover this point, add one or more sheets of this size.)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and as permitted under the Illinois Business Corporation Act.

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common	None	None	100,000	1,000

9. Paid-in Capital: \$ 1,000

("Paid-In Capital" replaces the terms Stated Capital and Paid-In Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property of the corporation for the following year: \$ 200,000,000
- (b) Give an estimate of the total value of all the property of the corporation for the following year that will be located in Illinois: \$ 2,000,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 500,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000

11. Interrogatories: (Important-this section must be completed.)

- * (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 70 E. Lake Str Chicago, IL 60
- (b) Number of shares of all classes owned by residents of Illinois: 1,000
- (c) Number of shares of all classes owned by non-residents of Illinois: 0
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to Item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the propofficer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in BLACK INK.)

Dated January 28, 2000
(Month Day) (Year)
attested by Douglas H. Low
(Signature of Secretary or Assistant Secretary)
Douglas H. Low, Secretary
(Type or Print Name and Title)

TallGrass Communications Inc.
(Exact Name of Corporation)
Douglas H. Low
(Signature of President or Vice President)
by Douglas H. Low, President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown in #11(a).